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UNITED STATES DISTRICT COURT

NORTHERN DISTRICT OF CALIFORNIA

13 Dr. Matthias Rath, an individual, citizen of
14 Germany; Matthias Rath, Inc., a California
corporation

Case No: C 04-05424 JSW

**Stipulated Dismissal of Entire Action and
[Proposed] Order Thereon**

Plaintiffs,

vs.

Vitacorp International, Inc., a Texas corporation

Defendant

Pursuant to an agreement reached by the parties to this action, the parties, by their undersigned counsel of record, hereby jointly stipulate that this entire action shall be dismissed, with prejudice, subject to the approval of the Court.

The parties to this action, by their undersigned counsel, hereby further jointly stipulate that this Court shall have continuing jurisdiction to enforce the terms of the agreement under

which the parties have resolved their dispute, and to hear any future disputes that may arise out of said agreement, for a period of six months, which may be extended upon a showing of good cause.

Each party to bear its own costs as to the action being dismissed.

IT IS SO STIPULATED.

Dated:

Roy S. Gordet, Attorney of Record of Matthias Rath, Inc. and Dr. Matthias Rath

Rakesh Amin, Attorney of Record of Vitacorp International, Inc.

Dated:

IT IS SO ORDERED.

Date: July 15, 2005

/s/ Jeffrey S. White

U. S. District Judge